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Attorneys for Plaintiff
CLAIRE DELACRUZ individually, and
on behalf of other members of
the public similarly situated

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

CLAIRE DELACRUZ, individually, and
on behalf of other members of the general
public similarly situated,

Plaintiff,

vs.

CYTOSPORT, INC., a California
Corporation,

Defendant.

Case No.: 4:11-cv-03532-CW
CLASS ACTION

**DECLARATION OF ROLAND
TELLIS IN SUPPORT OF MOTION
FOR PRELIMINARY APPROVAL
OF CLASS ACTION SETTLEMENT**

Date: April 11, 2013
Time: 2:00 p.m.
Location: Courtroom 2, 4th Floor,
1301 Clay Street

Judge: Hon. Claudia Wilken

Complaint Filed: July 18, 2011
Trial Date: None Set

DECLARATION OF ROLAND TELLIS

I, Roland Tellis, declare as follows:

1. I am an attorney licensed to practice before this Court and all courts of the State of California. Unless the context indicates otherwise, I have personal knowledge of the following facts, and if called as a witness, I could and would testify competently to them. I am an attorney with Baron & Budd, P.C., counsel for Plaintiff Claire Delacruz ("Plaintiff") in *Delacruz v. CytoSport, Inc.* (N.D. Cal. Case No. 4:11-cv-03532-CW). I make this declaration in support of Plaintiff's Motion For Preliminary Approval of Class Action Settlement.

2. I have been an attorney for seventeen years, and a shareholder at Baron & Budd, P.C. since October 2010. I co-manage the Los Angeles Office of Baron & Budd, P.C. Prior to joining Baron & Budd, P.C., I was a partner in the international law firm Bingham McCutchen LLP. My practice focuses on complex litigation and class actions involving consumer disputes, fraud, securities, environmental matters, and business torts.

3. Baron & Budd, P.C. is a leader in complex litigation cases which include, *inter alia*, consumer class actions, products liability claims, financial misconduct claims, environmental litigation, water contamination cases, insurance litigation, *Qui Tam*, class actions, antitrust cases, and general commercial litigation. With more than 50 attorneys and approximately 175 staff members, Baron & Budd, P.C. has offices in California, Texas, Louisiana and Florida. A copy of the firm's resume is attached hereto as Exhibit 1.

4. I have represented parties in numerous consumer class action cases concerning false advertising and fraud. Class action cases in which I am counsel include: *IN RE: Avon Anti-Aging Skincare Creams and Products Marketing and Sales Practices Litigation*, (S.D.N.Y. Case No. 1:13-cv-01417) (putative class action concerning false advertising on anti-aging products' labels); *IN RE: L'Oreal Wrinkle Cream Marketing and Sales Practices Litigation*, (D.N.J. Case No. 2:12-cv-07869) (putative class action concerning false advertising on anti-aging products' labels); *IN RE: Alexia Foods, Inc.* (N.D. Cal. Case No. 4:11-cv-06119-PJH) (putative class action concerning false

advertising, fraud and misrepresentation on frozen food products' labels); *Michael J. Otto v. Abbott Laboratories, Inc.*, (C.D. Cal. Case No. 5:12-1411-SVW) (putative class action concerning false advertising, fraud and misrepresentation concerning nutritional supplement drinks); *Stitt, et al., v. Citibank, N.A, et al.*, (N.D. Cal. Case No. 4:12-cv-03892-YGR); *Bias, et al., v. Wells Fargo & Company, et al.* (N.D. Cal. Case No. 4:12-cv-00664-YGR); *Ellis, et al., v. J.P. Morgan Chase & Co., et al.*, (N.D. Cal. Case No. 4-12-cv-03897-YGR) (putative class actions concerning banks' unlawful mark-ups of mortgage default service fees); and *Brad Aarons v. BMW of North America LLC* (C.D. Cal. Case No. 2:11-cv-07667-PSG-CW) (putative class action concerning car manufacturer's failure to disclose a safety defect to consumers).

5. Additional class action cases I have been involved in include: *Clark v. NeilMed Pharmaceuticals, Inc.* (S.D. Cal. Case No. 3:10-cv-01453) (claims for false designation of origin and false labeling); *Poliner v. Gateway Computers* (Los Angeles Super. Ct. Case No. BC308923) (alleging failure to properly account for monetary credits and California Redemption Value on returns of alcohol beverages).

7. I also represented an international broker-dealer, investment adviser and pension fund manager in multi-district litigation involving class action claims of securities fraud. *See In re: Alger, Columbia, Janus, MFS, One Group, Putnam*, (D. Md. Case No. 1:04-md-15863). In 2005, I received commendation from the United States Department of Justice for my assistance in the successful prosecution of a multi-party, \$120 million foreign currency Ponzi scheme. Additionally, I have represented parties, including individuals, municipalities and businesses, in complex litigation involving environmental contamination.

8. I have served on the Board of Governors of the Association of Business Trial Lawyers Los Angeles Chapter, and am currently a Central District Lawyer Representative to the Ninth Circuit Judicial Conference. I am currently the Co-Chair of the Central District Court's Attorney Settlement Officer Panel Committee.

1 9. I formerly served as a program chair and faculty member for the Practicing
2 Law Institute's "Taking and Defending Depositions" annual program.

3 10. Baron and Budd, P.C.'s historic successes in handling complex and
4 protracted litigation demonstrate the firm's ability to handle matters such as this action.
5 The firm has the willingness, resolve, and resources to devote the legal and financial
6 resources necessary to this litigation.

7 11. Since the firm's founding over 30 years ago, Baron & Budd, P.C. has been a
8 leader in complex, mass tort litigation and class actions throughout the United States. The
9 firm has garnered national acclaim for its work in protecting those victimized by corporate
10 misconduct. Some noteworthy accolades regarding Baron & Budd, P.C. include the
11 following:

- 12 ● In September 2010, Baron & Budd was one of only four firms chosen to
13 serve on both the Plaintiffs' Executive Committee and on the Plaintiffs'
14 Steering Committee of the Multi-District Litigation in the Gulf Oil Spill
15 litigation;
- 16 ● In August 2010, Baron & Budd was retained by the State of Louisiana to
17 provide counsel to the State's designated Trustees in connection with issues
18 related to the Deepwater Horizon explosion and resulting oil spill;
- 19 ● In 2002-2006, 2008, 2011-2012, Baron & Budd was named to the *National*
20 *Law Journal's* "Plaintiffs' Hot List" of exemplary plaintiffs' firms in the
21 United States;
- 22 ● In 2004, *American Lawyer* named Baron & Budd one of the sixteen most
23 successful plaintiffs' firms in the country;
- 24 ● In 2006, the non-profit Public Justice named a team of Baron & Budd
25 attorneys "Trial Lawyer of the Year" for its work on litigation that spanned
26 21 years, involved over 1,600 plaintiffs, and resulted in a total recovery of
27 more than \$150 million;
- 28 ● In 2007, Russell Budd and Baron & Budd attorney Burton LeBlanc were

1 among 14 attorneys nationwide to be honored with the Wiedemann Wysocki
2 National Finance Council Award from the American Association for Justice
3 in recognition of their commitment to the legal profession and their efforts
4 to improve the civil justice system;

- 5 ● In 2009, Baron & Budd was a finalist for the Public Justice Trial Lawyer of
6 the Year Award for its recovery of more than \$400 million on behalf of
7 more than 150 municipalities from 17 states; and
- 8 ● Baron & Budd has been repeatedly selected by The Legal 500 as one of the
9 country's premier law firms in mass tort claims and class action litigation.

10 I declare under penalty of perjury under the laws of the State of California that the
11 foregoing is true and correct. Executed this 7th day of March 2013, at Encino, California.

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13 /s/ Roland Tellis
14 Roland Tellis
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Exhibit 1

BARON & BUDD, P.C.®

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Tel: 214.521.3605
Fax: 214.520.1181**Baron & Budd's Practice and Accomplishments****Firm Overview**

Baron & Budd, P.C. is among the largest and most accomplished plaintiffs' law firms in the country. With approximately 40 attorneys and more than 200 staff, Baron & Budd has the expertise and resources to handle complex litigation throughout the United States. As a law firm that prides itself on remaining at the forefront of litigation, Baron & Budd has spearheaded many significant cases for entities and individuals.

Since the firm was founded in 1977, Baron & Budd has achieved national acclaim for its work on cutting-edge litigation:

- In September 2010, Baron & Budd was one of only four firms chosen to serve on both the Plaintiffs' Executive Committee and on the Plaintiffs' Steering Committee of the Multi-District Litigation in the Gulf Oil Spill litigation.
- In August 2010, Baron & Budd was retained by the State of Louisiana to provide counsel to the State's designated Trustees in connection with issues related to the Deepwater Horizon explosion and resulting oil spill.
- In 2002-2006, 2008, 2011-2012, Baron & Budd was named to the *National Law Journal's* "Plaintiffs' Hot List" of exemplary plaintiffs' firms in the United States.
- In 2004, *American Lawyer* named Baron & Budd one of the sixteen most successful plaintiffs' firms in the country.
- In 2006, the non-profit Public Justice named a team of Baron & Budd attorneys "Trial Lawyer of the Year" for its work on litigation that spanned 21 years, involved over 1,600 plaintiffs, and resulted in a total recovery of more than \$150 million.
- In 2007, Russell Budd and Baron & Budd attorney Burton LeBlanc were among 14 attorneys nationwide to be honored with the Wiedemann Wysocki National Finance Council Award from the American Association for Justice in recognition of their commitment to the legal profession and their efforts to improve the civil justice system.

- In 2009, Baron & Budd was a finalist for the Public Justice Trial Lawyer of the Year Award for its recovery of more than \$400 million on behalf of more than 150 municipalities from 17 states.
- Baron & Budd has been repeatedly selected by The Legal 500 as one of the country's premier law firms in mass tort claims and class action litigation.

Additional information about Baron & Budd is available on the firm's website, www.baronandbudd.com.

Summary of Significant Areas of Litigation

Financial Litigation

\$410 Million Bank of America Settlement Over Excessive Bank Overdraft Fees

Baron & Budd attorneys worked closely with other law firms in a class action lawsuit asserting manipulation of data by banks in order to increase overdraft fee revenue. The firm helped achieve a \$410 million settlement with Bank of America, the largest bank involved in the bank overdraft fee litigation. The case alleged that Bank of America, along with a number of other banks, intentionally re-ordered debit card transactions to promote overdraft fees. Not only did the case result in repayment of these charges, but it also led to widespread changes in the banking system. Because of the lawsuit, many large banks have changed their overdraft fee policies, no longer “re-ordering debits” and not offering “courtesy” overdraft services without customer consent. Bank of America, for example, eliminated all debit card overdraft fees in 2010.

Predatory Credit Card Practices

Baron & Budd currently represents the states of West Virginia, Mississippi and Hawaii in litigation against national banks and other financial institutions regarding their unfair and deceptive marketing practices related to their credit card service plans, including payment protection plans. These defendants have preyed upon unsuspecting consumers, including the elderly and the disabled, by charging them for products ancillary to their credit cards when the consumers either did not authorize such charges or could never qualify to benefit from them.

Stock Option Back-Dating

Baron & Budd achieved a \$20 million settlement on behalf of individuals who purchased Semtech stock. Firm shareholder Burton LeBlanc served as co-lead counsel in the case. Plaintiffs in the case alleged that Semtech manipulated grant dates for stock options, which result in understatement of Semtech’s compensation expenses and overstatement of its reported income.

Protecting Shareholders’ Interest in Corporate Transition

As co-lead counsel in *In Re: 7-Eleven, Inc. Shareholders Litigation*, Baron & Budd represented shareholders in negotiations to increase the amount of an offer in a transaction turning a publicly-traded company into a privately-held entity. Baron & Budd achieved a \$5 per share increase in the offer which provided an additional \$145 million to 7-Eleven shareholders.

Settlement of Mutual Fund Advisors' Breaches of Fiduciary Duties

Baron & Budd represented shareholders in recovering funds in various mutual fund families against the fund advisors for their breach of their fiduciary duties for failing to file proof of claim forms in settled securities cases for which the funds were eligible. Baron & Budd reached a series of confidential settlements that resulted in money being returned from the fund advisor to the mutual fund.

Protecting Public Investors from Corporate Self-Dealing

In 2010, Baron & Budd successfully protected the interests of public investors in Affiliated Computer Services, Inc. (ACS). While ACS was being sold to Xerox, ACS's management and largest shareholder negotiated a better price for their own shares as well as remarkable future employment compensation packages. The insiders at the same time voted to sell ACS at a price well below its fair market value, which would have forced public shareholders to sell their shares for less. Working with other national law firms, Baron & Budd was able to obtain \$69 million in additional compensation for ACS public shareholders.

Consumers' Rights

Baron & Budd led the fight for victims' rights in two landmark victories, *Amchem Products v. Windsor* and *Ortiz v. Fibreboard Corp.*, which are widely recognized among the most appellate decisions for consumer rights.

Ortiz v. Fibreboard Corp., 526 U.S. 815, 119 S. Ct. 2295 (1999) was one of the last decisions handed down by the United States Supreme Court in 1999. The Court's 7-2 decision was handed down after months of fierce debate over whether future claims by victims of asbestos exposure should be handled as a class action.

Baron & Budd led the charge to dismiss the Fiberboard mandatory class action settlement that would have severely limited the rights of people to pursue individual claims based on the severity of their **specific** illness and **specific** circumstances of their exposure.

Writing on behalf of the Court, Justice Souter questioned the fairness of the settlement because, if allowed to go forward, Fiberboard would essentially have a "get out of jail free card." Fiberboard would have been able to settle all asbestos claims, including all future claims, with only \$500,000 of the company's own money, thus retaining virtually all of its net worth at the expense of the victims of its asbestos-containing products.

The *Ortiz* decision corroborated an earlier Supreme Court decision in which Baron & Budd also fought for victims' rights: *Amchem Products v. Windsor*, 521 U.S. 591, 117 S. Ct. 2231, 138 L.Ed2d 689 (1997).

Environmental Litigation

Lead Role in the Gulf Oil Spill Litigation

Immediately after the explosion that caused the massive Gulf Oil Spill, Baron & Budd got to work, helping individuals and businesses that had sustained economic and/or physical damages. Scott Summy, shareholder and head of Baron & Budd's water contamination litigation group, serves on the Plaintiffs' Executive Committee and the Plaintiffs' Steering Committee in the oil spill litigation. Shareholder Burton LeBlanc was retained by the State of Louisiana to provide counsel to the State's designated Trustees in connection with issues related to the Deepwater Horizon explosion and resulting oil spill. The firm currently represents hundreds of individuals and companies in the litigation, including the Louisiana Restaurant Association.

\$423 Million National MTBE Settlement

In May 2008, Baron & Budd helped negotiate a \$423 million settlement on behalf of more than 150 water providers in 17 states regarding Methyl Tertiary Butyl Ether (MTBE) contamination in groundwater with many of the country's leading gas companies. The settlement requires gasoline refiners to pay water providers' costs to remove MTBE from public drinking water wells and for refiners to pay for treatment of qualifying wells that may become contaminated within the next 30 years.

Plaintiffs' cases were initially filed in their respective state courts before they were later transferred to a Multi-District Litigation (MDL) court in New York. Baron & Budd shareholder Scott Summy, who filed the first-ever MTBE case in the United States, served as national co-lead counsel. Baron & Budd shareholders Celeste Evangelisti, Cary McDougal, Laura Baughman, Carla Burke and Stephen Johnston also represented the plaintiffs.

In 2008, the team of attorneys who were involved in the MTBE litigation was recognized as finalists for the "Trial Lawyer of the Year Award," an annual award given by Public Justice, a non-profit legal organization, for any attorney's contribution to the public interest.

\$105 Million Atrazine Settlement

Baron & Budd served as Class Counsel in litigation regarding the contamination of approximately 1,200 public drinking water systems by the chemical atrazine. The firm represented over thirty water providers primarily throughout the Midwest, including Missouri, Kansas, Ohio, and Illinois. In 2011, the Court approved a \$105 million settlement for water systems that have detected atrazine in their water supplies to reimburse the costs of removing the chemical from finished water.

Atrazine is a widely used agricultural chemical that is commonly applied to crops throughout the United States to control weeds. Despite the threat of water contamination and industry knowledge of the environmental risks, approximately 77 million pounds of atrazine is sprayed on U.S. crops each year.

Clean Air for School Children

In 2008, Baron & Budd shareholder Laura Baughman and attorney Thomas Sims represented three San Francisco Bay-area environmental organizations in negotiating a settlement with Laidlaw Transit, Inc. In the settlement, Laidlaw agreed to invest a minimum of \$4.7 million dollars over five years to retrofit older buses in its California fleet with air pollution control devices to reduce harmful diesel exhaust. Laidlaw also agreed to invest \$23.6 million in its fleet over seven years to either retrofit additional buses or purchase new buses that meet the most stringent air pollution standards in the country, which would ultimately protect young children from being exposed to harmful diesel exhaust. The following year, the team settled with two additional bus companies, which helped ensure that additional polluting buses would be replaced with newer, cleaner models or retrofitted with pollution control devices.

Clean Groundwater in California

In 2004, Baron & Budd shareholders Scott Summy and Laura Baughman negotiated a string of settlements on behalf of California non-profit Communities for a Better Environment (CBE) that required several major oil companies to upgrade gas station storage tanks, clean up groundwater contamination and take steps to prevent gasoline leakage from thousands of underground storage tanks in California. Monetary and injunctive relief granted in this case was valued at \$107 million.

MTBE Settlement on Behalf of the City of Santa Monica

In 2003, Baron & Budd represented the City of Santa Monica in a MTBE contamination settlement with several major oil companies. MTBE had

contaminated five of Santa Monica's eleven wells, forcing the City to import water for \$3 million a year.

In total, the oil companies paid \$250 million, which provided funds for the City to build a water treatment system to clean MTBE from their supply, to continue buying water until their own supply was clean, and to monitor groundwater quality during and after the cleanup.

The Exxon Valdez Oil Spill

In 1993, Baron & Budd was awarded the Public Justice Award for "outstanding contribution to environmental protection and public interest" for its work on the rehabilitation of the damage caused by the Exxon Valdez oil spill in Alaska's Prince William Sound.

The Exxon Valdez oil spill occurred in remote Prince William Sound, Alaska on March 24, 1989 when the Exxon Valdez, an oil tanker bound for Long Beach, California, struck Prince William Sound's Bligh Reef, ran aground and spilled nearly 11 million gallons of crude oil.

Much like in the recent Gulf Coast Oil Spill, the cause of Exxon Valdez can be pointed primarily at the oil company for neglecting to properly adhere to safety regulations. Exxon failed to repair the tanker's Raycas radar system, which would have warned the crew of an impending collision with the Bligh reef, because it was just too expensive to fix and operate. The tanker had been operating for more than a year without a functioning Raycas radar.

As a result of the Valdez spill, the Oil Pollution Act of 1990 (OPA) was passed, allowing those who lost income or profits because of an oil spill to recover compensation from those responsible for the spill.

Groundbreaking Water Contamination Case in Tucson, Arizona

In 1985, Baron & Budd filed a lawsuit on behalf of more than 1,600 Tucson-area residents against an aircraft manufacturer, the City of Tucson and the Tucson Airport Authority over TCE contamination of the community's groundwater. Since Tucson is the largest city in the United States that receives all of its drinking water from underground sources, the industrial solvents used at the airport an aircraft company were of particular concern. Spilled on the ground and seeping through the sandy soil into the groundwater, the invisible yet harmful contaminants caused several unusual forms of cancer and other diseases at almost epidemic levels, particularly among children in the area.

The firm's cutting-edge work on this case not only brought compensation to individuals to help them deal with the consequences of their injuries, it helped define Arizona law on pollution coverage issues.

As a result, the public interest legal organization Public Justice presented the Baron & Budd legal team with its "Trial Lawyer of the Year Award" in 2006. The award recognizes the trial attorney or attorneys who have made the greatest contribution to the public interest each year by trying or settling a precedent-setting case or group of cases.

Pharmaceutical Litigation

Avandia

Baron & Budd represented over 7,000 victims harmed by using the diabetes drug Avandia. In addition, Baron & Budd currently represents the states of Mississippi, West Virginia, South Carolina, Utah, New Mexico, Maryland and Kentucky in their pending lawsuits against GlaxoSmithKline arising out of its fraudulent marketing of Avandia in those states.

FenPhen

Baron & Budd played a leading role in representing people harmed by the diet drug Fen-Phen. The firm was instrumental in negotiating the Seventh Amendment to the AHP Settlement Agreement, which required the defendants to place an additional \$1.275 billion into a trust for those affected.

Toxic Exposure Litigation

Closing Down the West Dallas Lead Smelter

In the West Dallas Lead Smelter case, Baron & Budd took on local environmental contamination to protect future generations of children from exposure to lead. One of Dallas' largest public housing projects sat in a low-income neighborhood directly across the street from a secondary lead smelter. For many years, the smelter converted used automotive batteries into lead components for resale. Particulate emissions from the factory smokestacks literally blanketed the surrounding community with lead-bearing soot.

Baron & Budd represented more than 200 families in a lawsuit that ultimately closed the lead smelter and paid sizable confidential settlements to court-supervised trusts for 445 children affected by lead poisoning. Although the neurological damage to these children is irreversible, the funds recovered in the

settlement have enabled them to move into adulthood with medical, rehabilitative and vocational assistance. Closing the lead smelter and requiring the company to fund a community soil clean-up project helped prevent future damage to other neighborhood children.

Settlement for Central Texas Residents Harmed by Lead Exposure

Baron & Budd shareholder Laura Baughman represented more than 130 people who were exposed to high levels of lead and other toxic substances while growing up in a small town in Central Texas. Baron & Budd obtained a sizeable confidential settlement for the firm's clients, providing them with the resources to help pay for rehabilitative, psychological and other medical expenses.

Settlement for Harms Caused by Chemical Leaks

Baron & Budd successfully represented more than 850 workers injured by exposure to ethylene dichloride (EDC) in Lake Charles, Louisiana as a result of the negligent and reckless conduct of Conoco, Inc., Condea Vista Chemical Company, and a number of contractors that caused one of the largest chemical spills in U.S. history. In addition to its status as a probable human carcinogen, EDC exposure can cause serious damage to the heart, central nervous system, liver, kidneys, lungs, gastrointestinal system and commonly results in depression, memory loss and personality changes.

Professional Biographies

The Firm's Shareholders

Russell W. Budd is a major force in the world of plaintiff's attorneys, having devoted his three-decade career to championing the rights of people and communities injured by corporate malfeasance. Currently Mr. Budd presides over one of the nation's largest plaintiff's firms, Baron & Budd, PC, headquartered in Dallas, Texas with offices in Austin, Texas; Los Angeles, California and Baton Rouge, Louisiana.

Mr. Budd, a shareholder of Baron & Budd since 1985 and president and managing shareholder since 2002, has expanded the firm from its cornerstone asbestos practice to a national firm capable of tackling the biggest defendants in areas as diverse as water contamination, *qui tam*, California Proposition 65 violations, pharmaceutical injuries, Chinese drywall, insurance claims, securities fraud, BP Oil Spill claims, and predatory credit card practices.

Over the last decade, Mr. Budd has played significant roles in asbestos litigation on a national level. As chair and member of several asbestos creditors' bankruptcy committees, Mr. Budd successfully resolved over 100,000 victims' claims with some of Wall Street's biggest companies. Mr. Budd was the chief negotiator of a \$4 billion national settlement with Halliburton that established a trust fund to protect present and future asbestos victims throughout the United States - the largest asbestos trust fund of its kind anywhere in the world. He was on the committee that negotiated a \$3.9 billion settlement with United States Gypsum to benefit asbestos claimants. And, he participated in negotiations that led W.R. Grace to agree to fund a bankruptcy trust on behalf of asbestos claimants with nearly \$3 billion in cash and stock equity.

Under Mr. Budd's direction, Baron & Budd donated \$3 million to the International Pleural Mesothelioma Program at Brigham and Women's Hospital to research curative therapy for Mesothelioma, a cancer caused by exposure to asbestos. The firm has also given generously to the Asbestos Disease Awareness Organization, Lung Cancer Alliance and to other asbestos awareness advocacy organizations.

Mr. Budd serves on the Board of Governors of the American Association for Justice (AAJ) and previously served on the Board of Directors and Executive Committee of the Texas Trial Lawyers Association (TTLA).

On July 13, 2010, Mr. Budd was awarded the prestigious Harry M. Philo Award Trial Lawyer of the Year Award from the American Association for Justice (AAJ) at the organization's annual conference in Vancouver, BC. The award was presented in recognition of his dedicated and consistent leadership in protecting the rights of individuals through the civil-justice system. In 2007, he earned the prestigious Wiedemann Wysocki National Finance Council Award from the American Association for Justice, an award honoring attorneys for their commitment to the legal profession and their efforts to improve the civil justice system.

Under Mr. Budd's leadership, Baron & Budd has won numerous awards. The firm was recently named by National Law Journal's to its "Hot List" of exemplary plaintiffs' firms in the United States and has been included in the Hot List eight times.

Mr. Budd and his wife are very involved in the community and one of the causes closest to his heart is Habitat for Humanity, which gives hardworking Dallas families a chance at first-time home ownership. He has personally contributed generously to the "Building on Faith" project, a collaborative initiative between the Dallas Faith Communities Coalition (DFCC), the City of Dallas and Habitat for Humanity to build 100 affordable single-family homes in West Dallas. In addition, Mr. Budd has donated land to the City of Dallas that enabled the completion of a massive bike and hike trail. In 2010, Mr. Budd was the only attorney selected to serve on the Foundation Board of the National Comprehensive Cancer Network (NCCN).

Steve T. Baron oversees Baron & Budd's asbestos litigation section and is one of the law firm's chief negotiators. Mr. Baron's efforts have helped provide compensation to thousands of asbestos victims. Along with Russell Budd, Mr. Baron participated in the Halliburton and W.R. Grace negotiations that set aside billions of dollars for the benefit of asbestos victims. Mr. Baron also serves on advisory and claimants committees for various asbestos bankruptcy trusts to protect the rights of asbestos victims.

Dan Alberstone co-manages the firm's Los Angeles office. Mr. Alberstone has nearly 30 years of broad experience prosecuting and defending major commercial and complex business litigation matters, including extensive jury trial experience.

Mr. Alberstone has been selected as lead trial counsel by both institutional and individual clients in their most significant and high-profile matters, including partnership cases, real estate cases, breach of contract cases, entertainment cases,

environmental cases, and cases alleging unfair business practices. In the real estate sector, Mr. Alberstone has successfully prosecuted a case for the American Skiing Company, the owner of the Canyons Ski Resort in Park City, Utah, in an action to force the resort's landlord to agree to an assignment of ground lease in a \$123 million transaction. He also obtained a more than \$14 million award for a major real estate developer in connection with the purchase and sale of an historic bank building in downtown Los Angeles. Mr. Alberstone achieved a more than \$8 million award for the owner of the Edison Bar in downtown Los Angeles in an action involving the purchase and sale of a large commercial building and, successfully defended the Estate of Jonathan Ritter in an action brought to compel specific performance of a contract to purchase three citrus farms owned by the Estate.

In the entertainment area, he has successfully defeated an action by a union president and three board members against the Screen Actors' Guild and 41 other members of its national board and successfully defended screenwriter in work-for-hire action brought by employer claiming ownership of screenplay. He also represented ESPN and Good Morning America reporter Erin Andrews in connection with the prosecution of a stalker who had surreptitiously videoed Ms. Andrews in the privacy of her hotel rooms. The Los Angeles Daily Journal recognized Mr. Alberstone for obtaining one of the top plaintiff's verdicts in 2009.

Laura Baughman's position at Baron & Budd calls upon her to exercise her knowledge as an attorney and a civil engineer.

As managing shareholder of the firm's Qui Tam litigation team, Ms. Baughman focuses on strategies to ferret out and litigate against those who have perpetrated fraud against the government. Sometimes called "whistleblower" cases, Ms. Baughman's team handles a variety of cases in which the government has been defrauded of Medicare, Medicaid, defense and other monies. The recently signed Dodd-Frank Wall Street Reform and Consumer Protection Act's provision of monetary rewards and protection to people who speak out against bribery and other types of financial fraud, has resulted in an increase in the firm's handling of such cases. Ms. Baughman is a member of Taxpayers Against Fraud, a non-profit organization dedicated to combating fraud and educating taxpayers about the realities of fraud.

In addition, Ms. Baughman leads the firm's work in California involving Proposition 65 litigation. She served as co-lead counsel in a California Proposition 65 water contamination case that required several major oil companies to clean up

groundwater that had been contaminated by gasoline leaking from storage tanks and to take steps to prevent similar leaks in the future. The settlement was valued at \$107 million. Ms. Baughman settled another Proposition 65 case which required the retrofitting of school buses with devices to reduce diesel engine exhaust emissions, a known carcinogen. Ms. Baughman is currently counsel on a case seeking to require the disclosure of elevated levels of lead in certain brands of children's fruit juice, canned fruits and baby food.

In addition to her legal advocacy, Ms. Baughman has a long history of community service. She has represented several clients on a pro bono basis through the Dallas Volunteer Attorney Program and over the years has served as co-chair of several committees for Attorneys Serving the Community. Formerly a member of the Dallas Bar Association's Community Involvement Committee, she was the chair of the group's "Lawyers Have Heart" 5-K run benefiting the American Heart Association. While in law school, Baughman was the vice president of Texas Law Fellowships, a non-profit public interest organization.

Carla M. Burke, a shareholder in Baron & Budd's water contamination litigation section, began her legal career with the firm's appellate section. Ms. Burke has taken a prominent role in the briefing and legal analysis of MTBE Multi-District Litigation cases. She has also authored and presented numerous papers and presentations on the topics of toxic tort and water contamination litigation and premises liability law. In addition to her responsibilities at the firm, Ms. Burke has served as an adjunct clinical instructor of law at the Southern Methodist University School of Law Legal Clinic and, before law school, an English professor at a local college.

Denyse Clancy focuses on the litigation and appeals process for asbestos cancer cases, primarily mesothelioma.

In 2009, Ms. Clancy won two \$8.5 million dollar verdicts in Philadelphia on behalf of two asbestos victims that were included in the top 100 verdicts of the year in the United States and the top 25 largest settlements and awards in Pennsylvania in 2009 by Pennsylvania Law Weekly. In 2007, Ms. Clancy won a substantial verdict from a Galveston jury on behalf of a retired pipefitter suffering from asbestos-mesothelioma.

Ms. Clancy has also achieved substantial appellate victories on behalf of asbestos sufferers and their families. She was lead appellate counsel in a case in which the California Court of Appeals decision upheld a \$20 million verdict on behalf of a California asbestos sufferer and her family. In 2010, Ms. Clancy was lead

appellate counsel in a case in which the Pennsylvania Court of Appeals upheld a verdict against an asbestos wire manufacturer. In 2011, she was lead appellate counsel in a case in which the California Court of Appeals reversed a summary judgment that was granted in favor of Kaiser Gypsum Company and remanded the case to the trial court.

Ms. Clancy lectures around the country on the issues of asbestos and asbestos cancer. In 2011, she was invited as Visiting Faculty to speak at the Harvard Medical School's course on "Current Concepts and Controversies in Asbestos-Related Disease."

Ms. Clancy graduated Valedictorian of the Southern Methodist University School of Law and was an Editor of the SMU Law Review.

Celeste A. Evangelisti has devoted her career to representing individuals, municipalities, and water suppliers seeking funds to clean up contaminated community water supplies. Along with Baron & Budd shareholder Scott Summy, Ms. Evangelisti was part of the legal team for Communities for a Better Environment that received the *California Lawyer* "Attorneys of the Year" Award for Environmental Law for the resolution of a precedent-setting case requiring major oil companies to clean up more than a thousand sites contaminated by the gasoline additive MTBE. Ms. Evangelisti is a frequent speaker and presenter on legal topics concerning the prosecution of water contamination cases involving the gasoline additive MTBE and other water contaminants.

Stephen C. Johnston is a shareholder in Baron & Budd's water contamination litigation section. Prior to joining the water group, Mr. Johnston spent several years in the firm's asbestos litigation group, representing victims of mesothelioma and other asbestos-related diseases. He earned his law degree at Texas Tech University.

J. Todd Kale is a shareholder who first joined Baron & Budd in 2008 when the firm consolidated with Dallas-based law firm Silber Pearlman. Mr. Kale worked with mesothelioma sufferers and other victims of asbestos-related disease at Silber Pearlman from 1993, shortly after the law firm was founded, and continues that work at Baron & Budd. Mr. Kale oversees the firm's Bank-ID section and works closely with new and potential asbestos clients.

John Langdoc is no stranger to the complex medical and scientific issues involved in the cases he tries. Before becoming a lawyer, he was a scientist who studied how the brain works. At Baylor College of Medicine he researched the

brains of people with schizophrenia, depression, and autism. Earlier, in graduate school, Mr. Langdoc helped discover that some prescription anti-depressants can cause brain birth defects.

Mr. Langdoc melds his scientific training and experiences with a core belief that the best way to work on a legal case is “to not do any of the stuff they teach you in law school.”

As a lead trial attorney, Mr. Langdoc has been successful in obtaining some of the most significant verdicts of their kind, across the country. Some of his recent verdicts include a \$9M verdict against the Dow Chemical Company for a man who was exposed to carcinogens while working at their plant, Dow has announced that it plans to continue to have lawyers fight the verdict on appeal; a \$20M verdict for a woman who was unknowingly exposed to carcinogens from drywall when she helped her husband clean up on some home remodeling projects, the verdict was upheld on appeal in California; a \$12M verdict for a man who was exposed to carcinogens at a paper mill, the verdict resulted in a settlement agreement the day after the verdict in Pennsylvania; and an \$11M verdict for a man who was exposed to carcinogens as a painter.

Mr. Langdoc is a frequent lecturer at continuing legal education seminars for attorneys. He is typically asked to lecture on his experiences working on significant legal cases, and focuses on his belief that the best thing lawyers can do is work on their cases like they were never mis-trained to spin and distort the truth. He has been elected a Super Lawyer Rising Star, and was elected a Shareholder and Lead Trial Attorney at Baron & Budd faster than any lawyer in the firm’s history.

J. Burton LeBlanc, IV’s background covers the spectrum of environmental law and securities litigation. He has extensive experience litigating complex cases and has represented the state of Louisiana in cases against the oil and gas industry involving the underpayment of severance taxes and royalties. In June 2008, LeBlanc & Waddell, a firm co-founded by LeBlanc, merged with the national law firm of Baron & Budd, P.C., based in Dallas.

Mr. LeBlanc has also represented governmental entities, including the state of Mississippi, in complex consumer fraud litigation. Today Mr. LeBlanc concentrates his practice in the areas of environmental law, securities litigation and asbestos litigation. Mr. LeBlanc has worked to recover hundreds of millions of dollars for injured working men and women in Louisiana, including multiple jury verdicts over one million dollars.

Mr. LeBlanc currently serves as President-Elect of the American Association for Justice (“AAJ”) f/k/a the American Trial Lawyers Association (“ATLA”), and has previously served as vice-president, treasurer and parliamentarian. In addition, he has been a member of the Executive Committee and the Board of Governors of the AAJ, where he was awarded the Wiedeman Wysocki National Finance Council Award twice, most recently in July of 2010. Mr. LeBlanc has been a member of the AAJ National Finance Council, a member of the Board of Trustees of the AAJ PAC Committee, Chair of the National Finance Council, and is a member of the Leaders Forum for AAJ.

Mr. LeBlanc is a past President of the Louisiana Association for Justice (“LAJ”) f/k/a Louisiana Trial Lawyers Association (“LTLA”) and serves on the Executive Committee of the LAJ. He has served on the Council of Directors and the Board of Governors for the LAJ as well as the Committee for the Environmental Law/Toxic Tort Section of the LAJ.

In addition to being a committee member of the American Bar Association’s Section on Toxic Torts, and a supporting member of the Trial Lawyers for Public Justice Foundation, LeBlanc was also named to a list of top plaintiffs’ attorneys compiled by surveys of top defense council in September 2010.

Cary L. McDougal has served as lead attorney in over 75 jury trials in state and federal court. He has tried cases in diverse areas of the law such as premises liability, product liability, general personal injury, medical malpractice, insurance litigation and environmental litigation. As manager of Baron & Budd’s water contamination litigation section, Mr. McDougal currently represents over 200 municipalities and water providers across the country that are seeking clean-up costs for the contamination of their water supplies. His practice includes management of Baron & Budd’s cases in the Multi-District (MDL) MTBE water contamination litigation, which is considered one of the most complex pieces of litigation in the country. He also manages the firm’s involvement in the BP Oil Spill litigation.

Scott Summy is a shareholder at Baron & Budd, one of the largest and oldest firms in the United States that specializes in environmental litigation. Mr. Summy heads up the firm’s water contamination litigation section, whose practice is dedicated to complex water contamination issues across the country. Mr. Summy primarily represents public water providers, such as municipalities, water districts and utilities, and school districts whose water has been contaminated., Mr. Summy seeks cost recovery on behalf of his clients for treatment facilities, operation and maintenance costs of the treatment facility, out of pocket expenses and

administrative costs. Mr. Summy also represents private well owners around the country whose wells are contaminated. Mr. Summy has represented approximately 200 public water providers across the country with MTBE contamination, and he is designated co-lead counsel for all plaintiffs. Mr. Summy has reached settlements with most of the defendants in these cases totaling over \$450 million, including BP/Amoco.

Mr. Summy is continuing to file new MTBE cases across the country. He was also lead counsel in landmark environmental cases in California designed to protect natural resources. These cases were brought against all major oil companies and were successfully resolved, earning Mr. Summy and his legal team the "Attorney of the Year" award from *California Lawyer* in 2001.

Mr. Summy also represents over 30 water providers in atrazine litigation. Baron & Budd is the largest firm in the United States representing public water providers and private well owners on a contingency fee basis. Through his work in water cases across the country, Mr. Summy has obtained recoveries in excess of a billion dollars against major oil companies, including BP. Mr. Summy has been selected to be included in The Best Lawyers in America from 2006-2010. He and his team were also Finalists for the Public Justice Trial Lawyer of the Year Award in 2009. Mr. Summy currently serves on the Plaintiffs' Executive Committee in the Deepwater Horizon litigation.

Roland Tellis co-manages the firm's Los Angeles office. His practice focuses on complex, high-profile litigation, including consumer class actions, financial fraud, business torts, corporate misconduct, automobile defect, food labeling, false advertising, securities fraud, and environmental contamination.

Mr. Tellis has represented clients in numerous jury trials, including several multi-million dollar disputes. In 2005, Mr. Tellis received commendation from the U.S. Department of Justice and the Federal Bureau of Investigation for his assistance in the successful prosecution of a \$120 million securities Ponzi scheme perpetrated by foreign currency traders. Mr. Tellis also represented a multi-national food company in a trial involving the theft of its trade secrets by competing scientists. Mr. Tellis represented the owner of a commercial real estate portfolio in a trial involving hundreds of millions of dollars. Mr. Tellis also represented the Screen Actors' Guild and members of its national board.

Mr. Tellis has become a leader in representing plaintiffs in multi-district class action litigation and has become a formidable force in protecting consumer rights. Mr. Tellis is lead or co-lead class counsel in several complex class action cases,

including cases in the financial services sector, the automobile industry and the food and beverage group. Mr. Tellis' experience exemplifies the depth and breadth of resources that Baron & Budd, P.C. provides for its clients.

Some of Mr. Tellis's most recent consumer class actions include *Bias et al. v. Wells Fargo Bank* (putative class action concerning fraud in the setting of default related bank fees); *Stitt et al. v. Citibank et al.* (putative class action concerning fraud in the setting of default related bank fees); *Ellis et al. v. JPMorgan Chase et al.* (putative class action concerning fraud in the setting of default related banks fees); *Payne et al. v. Bank of America, et al.* (putative class action involving manipulation of the LIBOR U.S. Dollar rate); *In re L'Oreal Wrinkle Cream Marketing and Sales Practices Litigation* (putative class action involving fraudulent marketing of skin care products); *In re Avon Anti-Aging Skincare Creams and Products Marketing and Sales Practices Litigation* (putative class action involving fraudulent marketing of skin care products); *Aarons et al. v. BMW of North America, LLC et al.* (putative class action concerning premature transmission failure in MINI Cooper vehicles); and *In re Alexia Foods, Inc. Litigation* (putative class action concerning false advertising, fraud, and misrepresentations concerning frozen food products).

Mr. Tellis served on the Board of Governors of the Association of Business Trial Lawyers and is a Lawyer Representative to the Ninth Circuit Judicial Conference. Mr. Tellis is Co-Chair of the Settlement Panel of the United States District Court for the Central District of California.

Of Counsel

Mazin A. Sbaiti works in the general litigation section of Baron & Budd. He has successfully represented plaintiffs and defendants in matters involving securities, antitrust, breach-of-contract, fraud, intellectual property, consumer protection, product liability and employment matters. Often called in to represent clients seeking to replace their counsel, Mr. Sbaiti has extensive experience resuscitating cases from the brink of dismissal or default. Mr. Sbaiti is a former law clerk for the U.S. Court of Appeals for the Sixth Circuit, and summer clerk for the Eastern District of New York. He graduated with honors from Columbia Law School where he headed the Moot Court Executive Board, served on the Editorial Board of the Human Rights Law Review, taught first-year law students research and writing, was a teaching fellow in financial accounting and financial statement analysis, and published an article on Social Security Law.

Allen Vaught is a decorated U.S. Army veteran and former Texas State Representative. A member of the U.S. Army Reserve from 1997 until 2005, Mr. Vaught took leave from Baron & Budd in 2003 to serve in Operation Iraqi Freedom. He commanded one of the Army's first units to enter Fallujah and served as the city's de facto mayor. Mr. Vaught heads the firm's FLSA litigation section, where he spearheads new litigation against employers who are not fairly compensating their employees.

Associates

Christopher C. Colley works with Baron & Budd clients who suffer from mesothelioma, primarily out of the firm's Baton Rouge office. Mr. Colley worked with the Dallas-based law firm Silber Pearlman until the firm consolidated with Baron & Budd in 2008. He earned his law degree from the Texas Tech University School of Law.

Chad Cotton is an attorney with Baron & Budd's asbestos litigation section, representing individuals with mesothelioma and other asbestos cancers. He concentrates his practice on the liability of employers and the owners of the facilities where his clients were exposed to asbestos. Mr. Cotton earned his J.D. from Southern Methodist University's Dedman School of Law.

Irma Espino is an attorney with Baron & Budd's water contamination litigation section, where she works primarily with clients who have been harmed by the Gulf Oil Spill. Espino originally joined the firm in 2002 as a case manager and later paralegal for pharmaceutical cases. In 2004, she left the firm to attend law school at the University of Miami School of Law, where she received honors in Litigation Skills and Trial Advocacy Program and was a member of the Business Law Review. She rejoined Baron & Budd in 2010.

Ann Harper has spent her career representing people who have developed mesothelioma and other serious illnesses caused by asbestos exposure. She works in Baron & Budd's settlement department, where she oversees the firm's Client Care department and works closely with the firm's clients to pursue claims through asbestos bankruptcy trust funds.

Steven Lopez is an attorney with the firm's asbestos litigation group. He joined the firm after completing his legal education at the Baylor University College of Law.

Mitchell McCrea is an attorney in the law firm's water litigation section. Growing up on his family's ranches and farm in southern New Mexico, Texas and California, Mr. McCrea was constantly aware of water's ever-increasing value and scarcity. Following graduate studies on environmental history and the history of the American West at the University of New Mexico, Mr. McCrea determined he could best make a positive impact on the world's natural resources if he was armed with a law degree. He graduated *cum laude* from Texas Tech University Law School.

Natasha Mehta works in Baron & Budd's commercial litigation section, which she joined in 2011. Ms. Mehta earned her J.D. at the University of California.

Marty A. Morris works with the firm's asbestos litigation group, representing people with mesothelioma and other asbestos-related diseases. Mr. Morris was an attorney with a well-known commercial litigation firm for several years before joining Baron & Budd in 1999. He earned his J.D. at South Texas College of Law, where he was honored with the Order of the Coif. He was also a member of the South Texas Law Review and the Advocacy Program.

Mark Pifko represents clients in complex and class action litigation matters. Mr. Pifko has taken on powerful corporations on cases involving false advertising, fraud and scientific and technical disputes. Mr. Pifko's experience on both sides of the courtroom encompasses more than fifty class action lawsuits and other matters concerning consumer goods, food products, dietary supplements, vehicles and software. Mr. Pifko has been involved in a class action against McDonald's regarding violations of California's gift card laws. He also worked on matters concerning Harley Davidson Motor Company and alleged motorcycle defects. Additionally, Mr. Pifko has experience representing clients in California Proposition 65 litigation, with a focus on cases involving manufacturers and retailers of dietary supplement and health-care products who failed to warn customers about potential cancer risks. In addition to his work in the courtroom, Mr. Pifko is a talented writer who has been published in several magazines on class action law and consumer advocacy.

Some of Mr. Pifko's most recent consumer class actions include *Bias et al. v. Wells Fargo Bank* (putative class action concerning fraud in the setting of default related bank fees); *Stitt et al. v. Citibank et al.* (putative class action concerning fraud in the setting of default related bank fees); *Ellis et al. v. JPMorgan Chase et al.* (putative class action concerning fraud in the setting of default related banks fees); *Payne et al. v. Bank of America, et al.* (putative class action involving manipulation of the LIBOR U.S. Dollar rate); *In re L'Oreal Wrinkle Cream Marketing and Sales Practices Litigation* (putative class action involving fraudulent marketing of skin care products); *In re Avon Anti-Aging Skincare Creams and Products Marketing and Sales Practices Litigation* (putative class action involving fraudulent marketing of skin care products); *Aarons et al. v. BMW of North America, LLC et al.* (putative class action concerning premature transmission failure in MINI Cooper vehicles); and *In re Alexia Foods, Inc. Litigation* (putative class action concerning false advertising, fraud, and misrepresentations concerning frozen food products).

M. Cristina Sanchez is an attorney with the firm's water contamination litigation section, representing municipalities, water providers and private well owners seeking clean-up costs for polluted drinking water supplies. She earned her J.D. at Southern Methodist University's Dedman School of Law, where she was the National Champion, recipient of the Best Brief Award and Second Place Oralist in the 2002 Hispanic National Bar Association Moot Court Competition. She also won First Place in the 2001 Southern Methodist University Client Counseling Competition and served as Chief Counsel for SMU's Criminal Defense Legal Clinic in 2002.

Thomas M. Sims has worked on a variety of environmental cases, ranging from water contamination to air pollution. In the Tucson, Arizona groundwater contamination case, Mr. Sims served as trial counsel in two lengthy bench trials that led to favorable verdicts for his clients. Mr. Sims also served on the legal team that was awarded the 2006 Public Justice "Trial Lawyer of the Year" Award for their work on this Tucson water contamination case. Mr. Sims earned his law degree, with honors, from the University of Texas School of Law.

Peter Smith brings a wealth of real estate and commercial expertise to Baron and Budd. Whether it's representing individuals or corporations in trial or arbitration, Mr. Smith works to reach the best solution for his clients. His practice focuses on cases involving property, partnership disputes, fraud, antitrust, breach of contract, breach of fiduciary duty, unfair business practices and copyright. In one of his notable cases, Mr. Smith worked on an action for the American Skiing Company, the owner of the Canyons Ski Resort in Park City, Utah, to compel the resort's landlord to agree to a lease in a \$123 million transaction. He also worked on a trial team that successfully defended the estate of actor John Ritter in an action brought to compel specific performance of a contract to purchase three citrus farms owned by the Ritter estate.

Natalie J. Velasco began her career working as an administrative assistant at a plaintiffs' law firm, where she later discovered a passion for the law. Ms. Velasco works with clients throughout the settlement process. She earned her J.D. at Southern Methodist University Dedman School of Law.